REDACTED - FOR PUBLIC INSPECTION

Law Offices of Gregory J. Vogt, PLLC

2121 EISENHOWER AVENUE
SUITE 200
ALEXANDRIA, VA 22314

www.vogtlawfirm.com

November 29, 2012

Gregory J. Vogt
703.838.0115 (office)
703.684.3620 (fax)
gvogt@vogtlawfirm.com

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: In the Matter of Wavecom Solutions Corporation, Transferor and Hawaiian Telcom, Inc., Transferee; Application for Consent to Transfer Control of Domestic Authorizations Under Section 214 of the Communications Act, as Amended, WC Docket No. 12-206

Dear Ms. Dortch:

On November 27, 2012, Nancy Victory and Bennett Ross of Wiley Rein LLP and I had a telephone conversation with Jodie May and Christopher Sova of the Wireline Competition Bureau regarding the above-captioned matter. We urged the Commission to grant the transaction promptly, preferably before the end of the year.[1] We agreed to provide the following additional information for the record.

The acquisition by Hawaiian Telcom, Inc. ("HTI") of Wavecom Solutions Corporation ("Wavecom") is in the public interest because the combination "will improve Wavecom's ability to respond rapidly to the needs of customers" and "will enhance HTI's network capabilities by augmenting next-generation fiber capacity and diversity statewide." Wavecom Solutions Corporation, Transferor, and Hawaiian Telcom, Inc., Transferee, Application for Consent to Transfer of Control Domestic 214 Authorization, WC Docket No. 12-206, Exhibit 1, at 1-2 (filed July 18, 2012). Details of these transaction benefits are provided in the Masutomi Declaration which is attached to this letter as Appendix A and summarized below.

The combined entity will enjoy a more advanced and robust network, particularly because it offers fiber-based route diversity that will ensure that services can remain operational even if there is an accidental cable cut on an existing route. By integrating facilities, redundancy will be created between Hawaii's main populated islands (Oahu - Kauai, Oahu - Maui, and Maui - Hawaii). These redundant rings will allow the combined company's network to survive single fiber cuts. This resiliency is critical to accommodate growth and ensure customer confidence in the two oldest interisland submarine cables: HT and Wavecom began operation of these cable in 1994 and 1997, respectively.

[1] Ms. Victory also had a follow-up conversation on November 27 with David Krech and Susan O'Connell of the International Bureau regarding prompt processing of the applications.

Creating diverse paths is also highly advantageous from a technical and financial standpoint because it reduces cost and improves efficiency compared to leasing capacity on other carriers' networks. The post-acquisition network of the combined company will employ technology with one owner to eliminate added costs and complexities, which will benefit customers through better and more efficient services. The attendant bandwidth will allow for roughly doubling capacity every year, or more, if necessary.

Fiber-based redundancy will also now be possible between the Keawaula and Makaha cable landing stations on Oahu as well as to the Southern Cross Cable Network ("SCCN") cable landing stations on Oahu and Hawaii. The combination of Wavecom's and HTI's terrestrial fiber will also allow redundancy at Wavecom points of presence or HTI central offices along Oahu's south coast where needed to satisfy increased customer demand. This redundancy will enable more reliable and advanced service to customers on both networks that utilize these carriers for traffic carried to and from all Hawaii cable landing stations and data centers for their international or domestic requirements. Further, this redundancy will make the State of Hawaii more competitive in the international services market as a reliable hub location, and makes more resilient the services that Hawaiian Telcom and Wavecom currently offer to their respective customers.

The added capacity and route diversity of the combined entity will additionally benefit Hawaiian Telcom's video subscribers. Hawaiian Telcom is a new entrant, currently franchised to provide video service solely on the island of Oahu, and is in the process of building out its Internet Protocol TV (IPTV) network over the next several years. Hawaiian Telcom is competing against Oceanic Time Warner, the dominant cable TV provider in the State of Hawaii, which serves over 95 percent of customers on the island of Oahu. The acquisition will transform existing Wavecom facilities from primarily middle mile transport facilities, to last mile connections, which will bring greater broadband capacity closer to IPTV customer locations. This will strengthen Hawaiian Telcom's ability to compete against the dominant Oceanic Time Warner, and enhance competition in the video marketplace in the State.

The transformation to last mile facilities will also benefit business broadband customers by increasing the capacity and reliability of their services. Currently, Wavecom business customers are only able to receive connections of up to 10 Gbps, sometimes facing long lead times when major network upgrades are necessary to equipment and/or fiber needs to be placed. Through the combination of facilities, the transaction will enable such customers to be able to receive up to 100 Gbps capacity connections, depending on their location and the route on which they are seeking service. Moreover, today Wavecom's fiber network is used primarily by Wavecom to backhaul their customers' traffic to Wavecom's main point of presence at 737 Bishop Street in Honolulu. Because HTI's network is statewide, the transaction will expand geographic capabilities for these customers, in turn enabling them to provide better service to their customers.

I enclose as Appendix B, a revised description of services provided in specific buildings in the State of Hawaii where both HTI and Wavecom currently have facilities. This appendix revises and clarifies, and therefore should replace, the information provided in Chart 2, which was appended to Letter from Nancy J. Victory and Gregory J. Vogt to Marlene H. Dortch, FCC, Docket No. 12-206 (Oct. 18, 2012). I enclose as Appendix C the executed purchase agreement between HTI and Wavecom entered into on July 1, 2012. Section 9.1(d) of the purchase agreement provides that either party may terminate the proposed combination if, among other things, regulatory approvals are not received within 180 days from execution, or by January 8, 2013. The purchase price is identified in section 1.2(a) of the agreement.

All of the attached Appendices contain confidential information. Therefore, pursuant to the Protective Order,[2] one copy of this filing containing Confidential Information (the "Confidential Filing") and two copies of the filing in redacted form (the "Redacted Confidential Filing") are being provided to the Secretary's Office.[3] Two copies of the Confidential Filing are also being delivered to Jodie May, Competition Policy Division, Wireline Competition Bureau.

Please let me know if you have any questions.

Sincerely,

/s/ Gregory J. Vogt

Gregory J. Vogt
Counsel for Hawaiian Telcom Inc.

cc: Jodie May
Christopher Sova
David Krech
Susan O'Connell

---

2 *Wavecom Solutions Corporation, Transferor and Hawaiian Telcom, Inc., Transferee; Application for Consent to Transfer Control of Domestic Authorizations Under Section 214 of the Communications Act, as Amended*, Protective Order, WC Docket No. 12-206, DA 12-1533 (Wir. Comp. Bur., rel. Sept. 25, 2012) ("Protective Order").

3 *Id.* at ¶ 4.

APPENDIX A

CONTENTS REDACTED FOR CONFIDENTIAL INFORMATION

APPENDIX B

CONTENTS REDACTED FOR CONFIDENTIAL INFORMATION

APPENDIX C

CONTENTS REDACTED FOR CONFIDENTIAL INFORMATION